

we *JKH* AMENDMENT AGREEMENT dated as of June 1,
1973
~~1972~~, among ACF INDUSTRIES, INCORPORATED
(hereinafter called the Manufacturer), BANKERS
TRUST COMPANY, acting as trustee under a
Trust Agreement dated as of December 1, 1972
(hereinafter called the Company), and TRAILER
TRAIN COMPANY (hereinafter called the
Lessee).

WHEREAS the Manufacturer, the Company and the Lessee
have entered into a Manufacturing Agreement dated as of
December 1, 1972 (hereinafter called the Manufacturing Agree-
ment), filed and recorded with the Interstate Commerce
Commission pursuant to Section 20c of the Interstate Commerce
Act on December 29, 1972, recordation number 6845-A; and

WHEREAS the parties hereto desire to amend the
Manufacturing Agreement;

NOW, THEREFORE, in consideration of the mutual
agreements herein contained, the parties hereto agree as
follows:

1. The Manufacturing Agreement is hereby amended
to substitute the date "June 1, 1973" for the date "July 1,
1973" in the third recital clause thereof.
2. The Manufacturing Agreement is hereby amended

6845-F

RECORDATION NO. _____ Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

to substitute for the third and fourth paragraphs of Article 3 thereof the following:

"Subject to the provisions of Article 4 hereof, the Company hereby promises to pay or cause to be paid in cash to the Manufacturer at such place as the Manufacturer may designate, (i) on the Closing Date with respect to the Group, an amount equal to the Purchase Price of all units of the Equipment in the Group as set forth in the invoice or invoices therefor (such invoiced prices being herein called the Invoiced Purchase Prices) and (ii) on July 2, 1973, if the Closing Date is later than the 31st day following the date of delivery and acceptance of a unit pursuant to Article 2 hereof, interest (computed on the basis of a 360-day year of twelve 30-day months) on the Invoiced Purchase Price of such unit from such 31st day to and including the Closing Date, at a rate per annum equal to the prime rate which Manufacturers Hanover Trust Company, New York, New York, would charge at 11:00 a.m. on May 1, 1973, for 90-day loans to borrowers of the highest credit standing.

"The term "Closing Date" with respect to the Group of the Equipment shall mean June 28, 1973."

3. Except as amended hereby, the Manufacturing Agreement shall remain unaltered and in full force and effect.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers

thereunto duly authorized and their respective corporate seals,
duly attested, to be hereunto affixed as of the day and year
first above written.

ACF INDUSTRIES, INCORPORATED

by W. H. Wilson
Vice President

[Corporate Seal]

Attest:

[Signature]
Assistant Secretary

LANKERS TRUST COMPANY, as
trustee under a Trust Agreement
dated as of December 1, 1972,

by [Signature]
Assistant Vice President

[Corporate Seal]

Attest:

[Signature]
Assistant Secretary

TRAILER TRAIN COMPANY,

by [Signature]
Vice President-Finance

[Corporate Seal]

Attest:

[Signature]
Assistant Secretary

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 25th day of June 1973, before me personally appeared W. W. WILSON, to me personally known, who, being by me duly sworn, said that he is a Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1974

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 21st day of June 1973, before me personally appeared JAMES E. CONLAN, to me personally known, who, being by me duly sworn, says that he is an ~~Assistant~~ Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Harriet A. Drandoff
Notary Public

[NOTARIAL SEAL]

HARRIET A. DRANDOFF
Notary Public, State of New York
No. 24-9820916
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1974

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this *22nd* day of June 1973, before me personally appeared N. V. Reichert, to me personally known, who, being by me duly sworn, says that he is the Vice President-Finance of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission expires:

My Commission Expires June 26, 1978

[NOTARIAL SEAL]